

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Richard P. Krasnow

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | |
|---|---------------------------------|
| -----X | |
| | : |
| In re | : Chapter 11 Case No. |
| | : |
| LEHMAN BROTHERS HOLDINGS INC., et al., | : 08-13555 (JMP) |
| | : |
| Debtors. | : (Jointly Administered) |
| | : |
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**NOTICE OF FIFTY-SECOND SUPPLEMENTAL LIST
OF ORDINARY COURSE PROFESSIONALS**

PLEASE TAKE NOTICE that in accordance with the Amended Order Pursuant to Sections 105(a), 327, 328 and 330 of the Bankruptcy Code Authorizing the Debtors to Employ Professionals Utilized in the Ordinary Course of Business, entered on March 25, 2010 (the “Amended Order”) [Docket. No. 7822],¹ Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the “Debtors”), hereby supplement their initial list of ordinary course professionals annexed to the Amended Order to include the professionals set forth on the list annexed hereto as Exhibit A (the “Fifty-Second Supplemental List”).

¹ Capitalized terms used but not defined herein have the meaning ascribed to them in the Amended Order.

PLEASE TAKE FURTHER NOTICE that the retention affidavits certifying that such professionals do not represent or hold an interest adverse to the Debtors or their estates for the matters on which the professionals are to be employed (the “Ordinary Course Professional Affidavits”) and the retention questionnaires (the “Retention Questionnaires”) of the ordinary course professionals identified on the Fifty-Second Supplemental List have been filed contemporaneously herewith.

PLEASE TAKE FURTHER NOTICE that pursuant to the Amended Order, the Debtors will serve this Notice, together with the Fifty-Second Supplemental List, the Ordinary Course Professionals’ Affidavits, and the Retention Questionnaires on (i) the Office of the United States Trustee and (ii) the attorneys for the Official Committee of Unsecured Creditors appointed in these chapter 11 cases.

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PLEASE TAKE FURTHER NOTICE that pursuant to the Amended Order, objections, if any, to the retention of ordinary course professionals identified on the Fifty-Second Supplemental List must be filed with the Court and served upon the undersigned attorney for the Debtors within 10 days of the date of service of this Notice. Unless timely objections are received, the Fifty-Second Supplemental List shall be deemed approved by the Court and the professionals identified therein shall be deemed to be ordinary course professionals within the purview of the Amended Order, without the necessity of a hearing.

Dated: June 22, 2010
New York, New York

/s/ Richard P. Krasnow
Richard P. Krasnow

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

Exhibit A

**Fifty-Second Supplemental List of Proposed Professionals
to be Employed in the Ordinary Course of Business**

| Professional | Nature of Services |
|---|---|
| Robert Stuart Levy Q.C. New Square Chambers, 12 New Square Lincoln's Inn London WC2A 3SW | Legal services with respect to matters of UK law, particularly, the position of the UK administrators. |
| Felicity Rosalind Toubé 3-4 South Square, Grays Inn London WC1R 5HP United Kingdom | Legal advice with respect to the administration of Lehman Brothers UK RE Holdings Limited. |
| Richard Hacker 3-4 South Square, Grays Inn London WC1R 5HP United Kingdom | Legal advice with respect to rights and obligations existing under notes issued by Excalibur Funding No. 1 Plc. |

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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| In re | : | Chapter 11 Case No. |
| | : | |
| LEHMAN BROTHERS HOLDINGS INC., et al., | : | 08-13555 (JMP) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
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DECLARATION AND DISCLOSURE STATEMENT OF RICHARD HACKER

RICHARD HACKER declares and says:

1. I am a member of the Bar of England and Wales and a Queen's Counsel , practising as such as a sole practitioner at 3-4 South Square, Gray's Inn, London WC1R 5HP, England.
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that I provide legal advice and representation to the Debtors, and I have consented to provide such services.
3. I may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of my customary practice, I am retained in cases, proceedings, and transactions involving many different parties,

some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. I do not perform services for any such person in connection with these chapter 11 cases. In addition, I do not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. I have not agreed to share nor will share any portion of the compensation to be received from the Debtors with any other person.

5. I do not hold or represent any interest adverse to the Debtors or their estates.

6. The Debtors do not owe me any amount for prepetition services.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: London, England

26th May 2010

A handwritten signature in black ink, appearing to read 'Richard Hacker', is written over a horizontal line.

RICHARD HACKER

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
: **Chapter 11 Case No.**
: **08-13555 (JMP)**
: **(Jointly Administered)**
: **Debtors.**
: **LEHMAN BROTHERS HOLDINGS INC., et al.,**
: **In re**
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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN
BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively,
the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as
appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address:

RICHARD HACKER, A MEMBER OF THE BAR OF ENGLAND AND
WALES AND A QUEEN'S COUNSEL , PRACTISING AS SUCH AS A
SOLE PRACTITIONER AT 3-4 SOUTH SQUARE, GRAY'S INN,
LONDON WC1R 5HP, ENGLAND

2. Type of services provided (accounting, legal, etc.):

LEGAL

3. Brief description of services to be provided:

LEGAL ADVICE AND REPRESENTATION IN RELATION TO
RIGHTS AND OBLIGATIONS EXISTING UNDER NOTES ISSUED
BY EXCALIBUR FUNDING NO. 1 PLC

4. Arrangements for compensation (hourly, contingent, etc.)

HOURLY FOR ADVICE, AND POSSIBLE COMMITMENT OR LUMP
SUM PAYMENTS IN RELATION TO COURT HEARINGS

- (a) Average hourly rate (if applicable):

GBP 900 – 950 (OR AS OTHERWISE AGREED)

- (b) Estimated average monthly compensation based on prepetition
retention (if firm was employed prepetition):

N/A

5. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$ N/A

Date claim arose: N/A

Source of Claim: N/A

6. Prepetition claims against the Debtors held individually by any member,
associate, or professional employee of the firm:

Name: N/A

Status: N/A

Amount of Claim: \$ N/A

Date claim arose: N/A

Source of claim: N/A

7. Stock of the Debtors currently held :

Kind of shares: N/A

No. of shares: N/A

8. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: N/A

Kind of shares: N/A

No. of shares: N/A

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

N/A

11. Name of individual completing this form:

RICHARD HACKER

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|--|---|------------------------|
| In re | : | Chapter 11 Case No. |
| LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> , | : | 08-13555 (JMP) |
| Debtors. | : | (Jointly Administered) |

AFFIDAVIT AND DISCLOSURE STATEMENT OF ROBERT STUART LEVY Q.C.

CITY OF LONDON)

COUNTY OF THE UNITED KINGDOM)

ROBERT STUART LEVY Q.C., being duly sworn, upon his oath, deposes and
says:

1. I am a Queen's Counsel, called to the Bar of England and Wales and a
member of Barristers Chambers known as New Square Chambers, 12 New Square, Lincoln's
Inn, London WC2A 3SW.

2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the
above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors")
and, collectively with their non-debtor affiliates, "Lehman"), have requested that I provide legal
services to the Debtors with respect to matters of UK law and in particular with respect to the
position of the UK administrators and I have consented to provide such services.

3. I may have performed services in the past and may perform services in the
future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in
the Debtors' chapter 11 cases. As part of its customary practice, I am retained in cases,

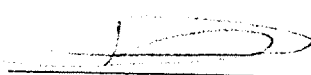
proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. To the best of my knowledge I do not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. I have not agreed to share and will not share any portion of the compensation to be received from the Debtors with any other person other than my regular expenses encountered with the administration of any barristers Chambers.

5. Insofar as I have been able to ascertain, I do not hold or represent any interest adverse to the Debtors or their estate.

6. I have not provided any pre-petition services to the Debtors.

7. If I should discover any facts bearing on the matters described herein, I will supplement the information contained in the Affidavit

By: 

Subscribed and sworn to before me
17th day of May 2010



Notary Public

WILLIAM B. KENNAIR
SCRIVENER NOTARY
LONDON, ENGLAND

My commission is for life

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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| In re | : |
| | : |
| LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> , | : |
| | : |
| Debtors. | : |
| | : |
| | : |
| -----X | |

Chapter 11 Case No.
08-13555 (JMP)
(Jointly Administered)

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN
BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively,
the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

ROBERT LEVY Q.C.

NEW SQUARE CHAMBERS, 12 NEW SQUARE

LINCOLN'S INN

LONDON WC2A 3SW

2. Date of retention: 14 AUGUST 2009

3. Type of services provided (accounting, legal, etc.):

LEGAL

4. Brief description of services to be provided:

LEGAL ADVICE AND REPRESENTATION AS IS NORMMALLY
PROVIDED BY BARRISTERS, IN PARTICULAR WITH REGARD TO
THE POSISTION OF THE UK ADMINISTRATORS

5. Arrangements for compensation (hourly, contingent, etc.)

HOURLY

- (a) Average hourly rate (if applicable):

GBP 300

- (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

N/A

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$ NONE

Date claim arose: N/A

Source of Claim: N/A

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: N/A

Amount of Claim: \$ ZERO

Date claim arose: N/A _____

Source of claim: N/A _____

8. Stock of the Debtors currently held by the firm:

Kind of shares: NONE _____

No. of shares: NONE _____

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A _____

Status: N/A _____

Kind of shares: N/A _____

No. of shares: N/A _____

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

NONE _____

11. Name of individual completing this form:

ROBERT LEVY Q.C.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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| -----X | | |
| In re | : | Chapter 11 Case No. |
| | : | |
| LEHMAN BROTHERS HOLDINGS INC., et al., | : | 08-13555 (JMP) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| | : | |
| -----X | | |

**DECLARATION AND DISCLOSURE STATEMENT OF FELICITY ROSALIND
TOUBE**

FELICITY ROSALIND TOUBE declares and says:

1. I am a member of the Bar of England and Wales, practising as such as a sole practitioner at 3-4 South Square, located at 3-4 South Square, Grays Inn, London WC1R 5HP, United Kingdom.
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that I provide legal advice and representation to the Debtors in connection with the administration of LB UK RE Holdings Limited (including the Debtors' interests in LB UK RE Holdings as its largest creditor) and other related matters, and I have consented to provide such services.
3. I may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of my customary practice, I am retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or

be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. I do not perform services for any such person in connection with these chapter 11 cases. In addition, I do not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates with respect to the matters for which I seek to be retained.¹

4. I have not agreed to share nor will share any portion of the compensation to be received from the Debtors with any other person.

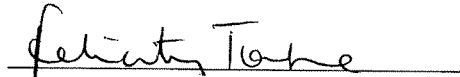
5. As far as I am aware, I do not hold or represent any interest adverse to the Debtors or their estates.

6. The Debtors do not owe me any amount for prepetition services.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: London, England

MAY 27, 2010



[DECLARANT'S NAME]

¹ I represent certain parties on matters where they are or may be (or may become) adverse to the Debtors. However, those matters are unrelated to my representation of the Debtors. A list of those parties is attached hereto as Attachment 1.

ATTACHMENT 1

- Autonomy Capital Research LLP
- DE Shaw
- Royal Bank of Scotland
- Contrarian Fund
- MKM Longboat Multi Strategy Master Fund Limited
- CRC Credit Fund, Limited
- Barclays Bank
- ELQ Hypotheken NV

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
: **Chapter 11 Case No.**
: **08-13555 (JMP)**
: **(Jointly Administered)**
:
:
-----X

In re
LEHMAN BROTHERS HOLDINGS INC., et al.,
Debtors.

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Felicity Toubé
3-4 South Square,
Gray's Inn, London. WC1R 5HP
United Kingdom

2. Date of retention: 13 May 2010

3. Type of services provided (accounting, legal, etc.): Legal

4. Brief description of services to be provided:

Advising on and drafting re: CVA proposal for LB UK RE Holdings

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

- (a) Average hourly rate (if applicable):

£350 per hour

- (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

N/A

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$0

Date claim arose: N/A

Source of Claim: N/A

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status:

Amount of Claim: \$

Date claim arose:

Source of claim:

8. Stock of the Debtors currently held by the firm:

Kind of shares: None _____

No. of shares: None _____

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: None _____

Status: N/A _____

Kind of shares: N/A _____

No. of shares: N/A _____

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

I represent certain parties on matters where they are or may be (or may become) adverse to the Debtors. However, those matters are unrelated to my representation of the Debtors and a list of those parties is attached to my disclosure statement as Attachment 1.

11. Name of individual completing this form:

Felicity Toubé